

JAN 06 '10

9-00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-7114 Rider 70

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	American Railcar Leasing LLC (on behalf of ACF Industries LLC) 620 North Second Street St. Charles, Missouri 63301
[Lessee:	BASF Corporation Chemicals Division 100 Cherry Hill Road Parsippany, NJ 07054]

Section Chief
January 6, 2010
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A description of the railroad equipment covered by the enclosed document is:

40 railcars: SHPX 207228 - SHPX 207267.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to BASF Corporation Chemicals Division, a Delaware Corporation ("Lessee").

ACF Industries LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

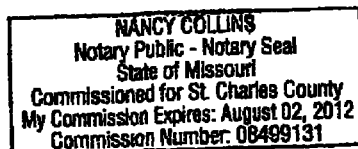
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

BASF Corporation Chemicals Division

Contract C-7114 rider 70 *dated 8/30/04*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207228
	Tank	SHPX	207229
	Tank	SHPX	207230
	Tank	SHPX	207231
	Tank	SHPX	207232
	Tank	SHPX	207233
	Tank	SHPX	207234
	Tank	SHPX	207235
	Tank	SHPX	207236
	Tank	SHPX	207237
	Tank	SHPX	207238
	Tank	SHPX	207239
	Tank	SHPX	207240
	Tank	SHPX	207241
	Tank	SHPX	207242
	Tank	SHPX	207243
	Tank	SHPX	207244
	Tank	SHPX	207245
	Tank	SHPX	207246
	Tank	SHPX	207247
	Tank	SHPX	207248
	Tank	SHPX	207249
	Tank	SHPX	207250
	Tank	SHPX	207251
	Tank	SHPX	207252
	Tank	SHPX	207253
	Tank	SHPX	207254
	Tank	SHPX	207255
	Tank	SHPX	207256
	Tank	SHPX	207257
	Tank	SHPX	207258
	Tank	SHPX	207259
	Tank	SHPX	207260
	Tank	SHPX	207261

Schedule A

Equipment

BASF Corporation Chemicals Division

Contract C-7114 rider 70

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207262
	Tank	SHPX	207263
	Tank	SHPX	207264
	Tank	SHPX	207265
	Tank	SHPX	207266
	Tank	SHPX	207267
40			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/6/2010



Robert W. Alvord